

EXHIBIT A

8/1/89

MINUTES OF A MEETING OF
THE SHAREHOLDERS OF
READING BROADCASTING, INC.

A meeting of the Shareholders of Reading Broadcasting was held on August 1, 1989 at 7:30 p.m. at the registered office of the Corporation, 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

It was reported by the secretary of the meeting, Jack A. Linton, that due notice had been given to all Shareholders of the time and place of the meeting and the purpose for same, and a copy of said Notice is attached to the minutes of this meeting.

Present were the following Shareholders:

Henry N. Aurandt, M.D.
Jack A. Linton
Bernard R. Gerber
Joanne Verbinski
Carol Longenecker
Robert & Elsie Denby
Sergio Proserpi, M.D.
Irvin Cohen
Robert & Faye Clymer
Edward & Nonie Fischer
Ralph Tietbohl

In addition to the aforementioned Shareholders, also present at the meeting were Mike Parker and Linda Hendrickson representatives of Partel, Inc.

The meeting was called to order at 7:30 p.m. by Henry N. Aurandt, M.D., President and Chairman of the meeting.

UPON MOTION DULY MADE, seconded and unanimously carried, it was

RESOLVED, that the reading of the minutes of the previous meeting be waived.

The Chairman announced that the meeting was duly convened and that the meeting was ready to transact such business as may lawfully come before it.

The Chairman of the Board, Henry N. Aurandt, then introduced Mike Parker of Partel, Inc. Mike Parker then made a presentation with respect to the following matters. First, Mr. Parker advised the Shareholders that he was operating and acting on behalf of the Company since June of 1989 under certain letter agreements which had been entered into by representatives of the Company. Pursuant to those letter agreements, Mr. Parker, on behalf of Partel, Inc., had entered upon the management of the Company. In the course of managing the Company, Mr. Parker advised the Shareholders that the Crimmons Company had signed an agreement with respect to a co-op advertising program. Our first project under the co-op advertising program will be to produce for Panasonic a commercial which will generate Three to Six Thousand Dollars revenue for the station plus the revenue from the actual production. In addition, Mr. Parker indicated that he was contemplating a religious program which would generate Eighteen to Twenty Thousand Dollars per month of additional income for the station. A letter of intent was in the process of being prepared for the Fancy Hill Tower Site in Earl Township and we were also checking out Long Hill which is also located in Earl Township. Our engineer from Washington will review both sites. Next, Mr. Parker put on a video tape presentation of the Mount Sutro Tower Site relocation for his San Francisco television station

involvement. Following the video Mr. Parker advised the Shareholders that it was his plan to reintroduce the news by December of 1989 and basically set up a news chain by using local cable companies as volunteer news gatherers. Mr. Parker then made an oral presentation regarding the various financial aspects of the Company including the various amounts of outstanding indebtedness, the present and projected position of the Company with respect to Meridian Bank and related financial issues. Following the oral presentation, Mr. Parker distributed a packet of materials for review by the Shareholders. This packet also contained the proposed management agreement between Partel, Inc., and the Company.

Mr. Parker's presentation then concluded and the meeting was turned over to Dr. Aurandt. The first item of official business was to consider the management services agreement with Partel, Inc. and after considerable discussion it was upon motion by Robert Denby, seconded by Sergio Proserpi and unanimously carried,

RESOLVED, that the Management Services Agreement between Partel, Inc. and Reading Broadcasting, Inc. be and is hereby approved and that the appropriate officer of the Corporation be and is hereby authorized to execute same on behalf of the Corporation.

The next item of business to consider was the election of a new Board of Directors. The Chairman requested nominations from the floor and after discussion, Sergio Proserpi placed in nomination, the following five individuals:

Mike Parker
Henry N. Aurandt, M.D.
Robert Clymer, M.D.
Jack A. Linton, and
Edward Fischer, M.D.

the nominations were seconded by Ralph Tietbohl.

The Chairman then put the nominees before the Shareholders for vote and upon motion of Sergio Proserpi and seconded by Irvin Cohen, the slate of nominees for the Board of Directors was unanimously approved, they to serve until their successors be duly elected and qualified.

It was then decided that the next Shareholders meeting would be held August 29, 1989 at 8:00 p.m. at the offices of the Corporation. The Secretary was directed to send Notice to all Shareholders of the time, date and place of the meeting.

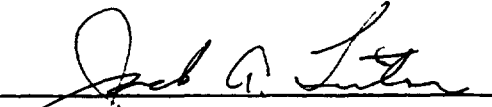
Upon motion duly made, seconded and unanimously carried, the meeting was thereupon adjourned.


Secretary

NOTICE OF A SPECIAL MEETING OF
THE SHAREHOLDERS OF READING BROADCASTING, INC.

NOTICE is hereby given that a special meeting of the Shareholders of Reading, Broadcasting, Inc. will be held on August 1, 1989 at 7:30 p.m. at the Corporate offices located at 1729 North Eleventh Street, Reading, Pennsylvania, and the following matters will be brought before the Shareholders for consideration:

1. The election of directors to serve from August 1, 1989 until there successors shall be duly elected and qualified. It is contemplated that the Board of Directors shall consist of five (5) members.
2. To consider for approval the Management Services Agreement with Partel, Inc.
3. To discuss any other business as may lawfully come before the meeting.



JACK A. LINTON, SECRETARY

EXHIBIT B

BY-LAWS

ARTICLE I - OFFICES

1. The registered office of the corporation shall be at 301 South Seventh Avenue, West Reading, Pennsylvania, 19611.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III - SHAREHOLDERS' MEETING

1. Meetings of the shareholders shall be held at the registered office of the corporation or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected.
2. The annual meeting of the shareholders, shall be held on the first Tuesday of February in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 6:00 o'clock P.M., when they shall elect a Board of Directors, and transact such other business as may properly be brought before the meeting. If the annual meeting

shall not be called and held during any calendar year, any shareholder may call such meeting at any time thereafter.

3. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter, and, unless otherwise provided by statute the acts, at a duly organized meeting, of the shareholders present, in person or by proxy, entitled to cast at least a majority of the votes which all shareholders present are entitled to cast shall be the acts of the shareholders. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to cast at least a majority of the votes which all such shareholders would be entitled to cast at an election of directors until such directors have been elected. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors,

those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

4. Every shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the shareholders, or by his duly authorized attorney in fact, and filed with the Secretary of the corporation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the corporation. A shareholder shall not sell his vote or execute a proxy to any person for any sum of money or anything of value. A proxy coupled with an interest shall include an unrevoked proxy in favor of a creditor of a shareholder and

[such proxy shall be valid so long as the debt owed by him to the creditor remains unpaid. Elections for directors need not be by ballot, except upon demand made by a shareholder at the election and before the voting begins. Except as otherwise provided in the Articles, in each election of directors cumulative voting shall be allowed. No share shall be voted at any meeting upon which any installment is due and unpaid.

5. Written notice of the annual meeting shall be given to each shareholder entitled to vote thereat, at least five days prior to the meeting.

6. In advance of any meeting of shareholders, the Board of Directors may appoint judges of election, who need not be shareholders, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present and entitled to vote shall determine whether one or three judges are to be appointed. On request of the chairman of the meeting, or of any shareholder or his proxy, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. No person who is a candidate for office shall act as a judge.

7. Special meetings of the shareholders may be called at any time by the President, or the Board of Directors, or shareholders entitled to cast at least one-fifth of the votes which all shareholders are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty days after the receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

8. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all shareholders entitled to vote are present and consent.

9. Written notice of a special meeting of shareholders stating the time and place and object thereof, shall be given to each shareholder entitled to vote thereat at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

10. The officer or agent having charge of the transfer books shall make at least five days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list

shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this Commonwealth, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book, or to vote in person or by proxy, at any meeting of shareholders.

ARTICLE IV - DIRECTORS

1. The business of this corporation shall be managed by its Board of Directors, ^{maximum} fifteen in number. The directors need not be residents of this Commonwealth or shareholders in the corporation. They shall be elected by the shareholders at the annual meeting of shareholders of the corporation, and each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify. Whenever all the shares of the corporation are owned beneficially and of record by either one or two shareholders, the number of directors may be less than three but not less than the number of shareholders. Whenever there are three or more shareholders, there must be at least three directors.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all

such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the shareholders.

3. The meetings of the Board of Directors may be held at such place within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Each newly elected Board may meet at such place and time as shall be fixed by the shareholders at the meeting at which such directors are elected and no notice shall be necessary to the newly elected directors in order legally to constitute the meeting, or they may meet at such place and time as may be fixed by the consent in writing of all the directors.

5. Regular meetings of the Board shall be held without notice at least once a year after the regular meeting of the Shareholders of the corporation each year at the registered office of the corporation, or at such other time and place as shall be determined by the Board.

6. Special meetings of the Board may be called by the President on three days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the directors in office.

7. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and

the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the directors and shall be filed with the Secretary of the corporation.

8. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V - OFFICERS

1. The executive officers of the corporation shall be chosen by the directors and shall be a President, Secretary and Treasurer. The Board of Directors may also choose a Vice President and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. Any number of offices may be held by the same person. It shall not be necessary for the officers to be directors.

2. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

3. The officers of the corporation shall hold office for one year and until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

4. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the shareholders and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation. He shall be EX-OFFICIO a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

5. The Secretary shall attend all sessions of the Board and all meetings of the shareholders and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of

Directors when required. He shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

ARTICLE VI - VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors,

shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall be a director until his successor is elected by the shareholders, who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VII - CORPORATE RECORDS

1. There shall be kept at the registered office or principal place of business of the corporation an original or duplicate record of the proceedings of the shareholders and of the directors, and the original or a copy of its By-Laws, including all amendments or alterations thereto to date, certified by the Secretary of the corporation. An original or duplicate share register shall also be kept at the registered office or principal place of business or at the office of a transfer agent or registrar, giving the names of the shareholders, their respective addresses and the number and classes of shares held by each.

2. Every shareholder shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the share register, books or records of account, and records of the proceedings of the shareholders and directors, and make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's

interest as a shareholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the shareholder. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business.

ARTICLE VIII - SHARE CERTIFICATES, DIVIDENDS, ETC.

1. The share certificates of the corporation shall be numbered and registered in the share ledger and transfer books of the corporation as they are issued. They shall bear the corporate seal and shall be signed by the

2. Transfers of shares shall be made on the books of the corporation upon surrender of the certificates therefor, endorsed by the person named in the certificate or by attorney, lawfully constituted in writing. No transfer shall be made which is inconsistent with law.

3. The Board of Directors may fix a time, not more than fifty days, prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or

go into effect, as a record date for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares. In such case, only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period, and in such case, written or printed notice thereof shall be mailed at least ten days before the closing thereof to each shareholder of record at the address appearing on the records of the corporation or supplied by him to the corporation for the purpose of notice. While the stock transfer books of the corporation are closed, no transfer of shares shall be made thereon. If no record date is fixed for the determination of shareholders entitled to receive notice of, or vote at, a shareholders' meeting, transferees of shares which are transferred on the books of the corporation within ten days next preceding the date of such meeting shall not be entitled to notice of or to vote at such meeting.

4. In the event that a share certificate shall be lost, destroyed or mutilated, a new certificate may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

5. The Board of Directors may declare and pay dividends upon the outstanding shares of the corporation, from time to time and to such extent as they deem advisable, in the manner and upon the terms and conditions provided by statute and the Articles of Incorporation.

6. Before payment of any dividend there may be set aside out of the net profits of the corporation such sum or sums as the directors, from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interests of the corporation, and the directors may abolish any such reserve in the manner in which it was created.

ARTICLE IX - MISCELLANEOUS PROVISIONS

1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

2. The fiscal year shall begin on the first day of January each year.

3. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

4. Whenever any written notice is required by statute, or by the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of shareholders, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5. One or more directors or shareholders may participate in a meeting of the Board, of a committee of the Board or of the shareholders, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

6. Except as otherwise provided in the Articles or By-Laws of this corporation, any action which may be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

7. Any payments made to an officer or employee of the corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

ARTICLE X - ANNUAL STATEMENT

1. The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

ARTICLE XI - AMENDMENTS

1. These By-Laws may be amended or repealed by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon, at any regular or special meeting of the shareholders, duly convened after notice to the shareholders of that purpose.

EXHIBIT C

8/1/89


MINUTES OF MEETING
OF THE BOARD OF DIRECTORS
OF READING BROADCASTING, INC.

A special meeting of the Board of Directors of Reading Broadcasting, Inc. was held on August 1, 1989 at 10:30 p.m. at the registered office of the Corporation, 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

The meeting was called to order by the Chairman of the Board, Henry N. Aurandt, who welcomed the new Board of Directors which consisted of Jack A. Linton, Edward C. Fischer, M.D., Robert H. Clymer, Jr., M.D., Micheal Parker and Henry N. Aurandt, M.D. The single item of business was the election of the officers of the Corporation and the Board. The following officers of the Board and of the Corporation were unanimously nominated and elected by the Board: Henry N. Aurandt, M.D., Chairman of the Board and Chief Executive Officer, Micheal Parker, President and Chief Operating Officer, Jack A. Linton, Secretary of the Corporation and of the Board of Directors. The motion nominating and electing the aforementioned individuals was made by Edward C. Fischer, M.D., seconded by Robert H. Clymer, Jr., M.D. and unanimously approved.

The only other item on the Board agenda was to set the next Board meeting which was set for August 22, 1989 at 5:30 p.m. at the office of the Corporation.

THERE BEING NO FURTHER BUSINESS to come before the Board, this meeting, upon motion duly made, seconded and unanimously carried, was adjourned.


Secretary